



April 19, 2007

Jay W. Vandergrift Jr.
President
Wellness Coaches USA
725 Skippack Pike
Suite 300
Blue Bell, PA 19422

Dear Mr. Vandergrift:

Pursuant to your letter dated January 19, 2007, the City of Las Vegas is in agreement with your request to increase the number of Wellness Coaches to three and increase the monthly fee to pay for the third coach.

Therefore, the Wellness Coaches USA Service Agreement entered into as of July 1, 2006 between the City of Las Vegas and Wellness Coaches USA is to be amended as follows:

The first sentence of Section 3 will be amended to read as follows:

Personnel. Wellness Coaches USA shall provide City with three dedicated Wellness coaches (Coaches) to work a total of 120 hours per week in City facilities to furnish the onsite services described in Exhibit A.

Paragraph one, Section 4 will be amended to read as follows:

Fees and Invoices. For the Initial Term hereof, City agrees to pay Wellness Coaches USA fees payable as follows: (a) start-up fee of \$13,000 due and payable upon the Start Date, plus (b) \$22,800 per month (for each month during the Initial Term) beginning on July 1, 2007, payable within thirty (30) days of the invoice date.

All other terms and conditions of the Initial Services Agreement will remain unchanged for the remainder of the Initial Term.

Please sign below indicating your acceptance of this contract modification.

Sincerely;

Victoria J. Robinson, MBA, SPHR
Manager, Insurance Services
City of Las Vegas

APPROVED AS TO FORM

Thomas R. Green Date 4/19/07
Deputy City Attorney

I agree with the changes outlined above to the Services Agreement entered into as of July 1, 2006

Jay W. Vandergrift, President
Wellness Coaches USA

4/24/07
Date

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